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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Capinfo Company Limited***, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, licensed securities dealer or registered institution in securities through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CAPINFO
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1075)

**PROPOSED ELECTION OF EXECUTIVE DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Capinfo Company Limited to be held on Friday, 20 January 2017 at 10:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China is set out on pages 8 to 9 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed reply slip and proxy form in accordance with the instructions printed thereon.

The reply slip shall be sent by hand or by post to the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H shares), or to the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (in the case of domestic shares) on or before Friday, 30 December 2016. The proxy form shall be returned to the Company's H share registrar and transfer office in Hong Kong (in the case of H shares) or the office of the Company (in the case of domestic shares) at the same addresses as above as soon as possible, but in any event not less than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

5 December 2016

* For identification purpose only

CONTENT

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
1. INTRODUCTION	3
2. PROPOSED ELECTION OF EXECUTIVE DIRECTORS	4
3. EXTRAORDINARY GENERAL MEETING	4
4. VOTING BY WAY OF POLL	5
5. RECOMMENDATION	5
APPENDIX	6
NOTICE OF EXTRAORDINARY GENERAL MEETING	8

DEFINITIONS

In this circular, unless the context otherwise requires, the terms below shall have the following meanings when used herein:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“BSAM”	北京市國有資產經營有限責任公司 (Beijing State-owned Assets Management Co., Ltd.), a company incorporated in the PRC with limited liability, a controlling Shareholder
“Company”	首都信息發展股份有限公司 (Capinfo Company Limited), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of RMB0.10 each in the share capital of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 20 January 2017, at 10:00 a.m. at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the PRC
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company
“Latest Practicable Date”	5 December 2016, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	notice of convening the EGM dated 5 December 2016 as set out on pages 8 and 9 in this circular
“PRC”	the People’s Republic of China

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	collectively, Domestic Shares and H Shares and (where applicable) any other foreign shares of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

In this circular, the English names of the PRC entities are translations of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD

CAPINFO
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1075)

Executive Director:

Mr. Lu Lei *(Vice President and Secretary of the Board)*

Non-executive Directors:

Mr. Xu Zhe *(Chairman)*

Dr. Feng Hao Cheng

Mr. Cao Jun

Mr. Zhou Weihua

Mr. Shan Yuhu

Ms. An Lili

Independent Non-executive Directors:

Mr. Yang Xiaohui

Mr. Gong Zhiqiang

Mr. Cheung, Wai Hung Boswell

Mr. Li He

Registered office:

No.11 Xi San Huan Zhong Road

Haidian District,

Beijing 100036

The PRC

Principal place of business in Hong Kong:

Unit B, 1st Floor

Neich Tower

128 Gloucester Road

Wanchai

Hong Kong

Principal place of business in the PRC:

12th Floor

Quantum Silver Plaza

No.23 Zhi Chun Road

Haidian District

Beijing 100191

The PRC

To the Shareholders:

Dear Sir or Madam,

**PROPOSED ELECTION OF EXECUTIVE DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 5 December 2016 regarding the change of executive Directors and member of Strategy Committee and Remuneration and Appraisal Committee of the Company. The purpose of this circular is to provide you with information regarding the proposed election of executive Directors and to seek your approval of the ordinary resolutions relating to this matter at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF EXECUTIVE DIRECTORS

Mr. Lu Lei has tendered his resignation as executive Director due to work arrangement. Mr. Lu Lei has also resigned as member of Strategy Committee of the Company. The above resignation will take effect after the conclusion of the EGM. Mr. Lu Lei confirmed that he did not have any disagreement with the Board and there is no other matter with respect to his resignation that needs to be brought to the attention of the Shareholders.

As recommended by the Nomination Committee of the Company, the Board nominates Ms. Lin Yankun and Mr. Yu Donghui as candidates for the executive Directors of the sixth session of the Board. Besides, the Board has resolved to appoint Ms. Lin Yankun as member of Remuneration and Appraisal Committee of the Company and Mr. Yu Donghui as member of Strategy Committee of the Company respectively with effect from the date of their appointment as executive Directors to the expiration date of the term of the sixth session of the Board. Ms. Lin Yankun and Mr. Yu Donghui have given written notices to the Company indicating their willingness to accept the nomination and stand for election.

The Board therefore proposes to present resolutions at the EGM to elect Ms. Lin Yankun and Mr. Yu Donghui as executive Directors. Subject to approval by the Shareholders at the EGM, the term of office of Ms. Lin Yankun and Mr. Yu Donghui will commence from the conclusion of the EGM to the expiration date of the term of the sixth session of the Board.

The biographical details of Ms. Lin Yankun and Mr. Yu Donghui are set out in the appendix of this circular.

3. EXTRAORDINARY GENERAL MEETING

The EGM is scheduled to be held at 10:00 a.m. on Friday, 20 January 2017 at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, PRC. The reply slip and proxy form for use at the EGM are enclosed with this circular.

The Articles of Association provides that Shareholders who intend to attend any general meeting of the Company shall send a written reply slip to the Company 20 days before the date of the meetings. In the event that the written reply slips received from the Shareholders indicating that those intend to attend the general meeting represent holders of not more than one half of the total number of Shares with voting rights, the Company shall within 5 days inform all the Shareholders again of the proposed matters for consideration at the meeting and the date and venue of the meetings in the form of a public notice. The general meeting may be convened after such notification has been published. In view of the above requirements in respect of the convening of EGM and the notice, whether you intend to attend the EGM or not, you are requested to complete and return the reply slip by hand or by post to the Company's H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H Shares) or the Company's principal place of business in the PRC (in the case of Domestic Shares), on or before Friday, 30 December 2016.

Whether you intend to attend the EGM or not, you are requested to complete and return the accompanying proxy form in accordance with the instructions set out therein to the Company's principal place of business in the PRC at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District,

LETTER FROM THE BOARD

Beijing, the People's Republic of China (applicable to Domestic Shares) or to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (applicable to H Shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM should you so wish.

4. VOTING BY WAY OF POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RECOMMENDATION

The Directors believe that the election of Ms. Lin Yankun and Mr. Yu Donghui as executive Directors, to authorize the Board to fix their remuneration and to enter into service contracts with them are in the best interest of the Company and its Shareholders as a whole. Therefore, the Directors recommend all the Shareholders to vote for the relevant resolutions set out in the Notice of EGM.

Yours faithfully,
By Order of the Board
CAPINFO COMPANY LIMITED*
首都信息發展股份有限公司
Xu Zhe
Chairman

Beijing, the PRC, 5 December 2016

The biographical details of Ms. Lin Yankun and Mr. Yu Donghui are set out as follows:

Ms. Lin Yankun (林艷坤女士), aged 42, joined the Company in November 2016 as secretary of the Party Committee. Before joining the Company, Ms. Lin was the head of the discipline and supervision commission of BSAM, a controlling shareholder of the Company. She also held various positions in 北京市委市直機關工委, including deputy director of research department and secretary of the committee, etc.. Ms. Lin has extensive experience in corporate management. Ms. Lin graduated from Beijing University in 2004 with a master degree in laws. Save as disclosed above, Ms. Lin did not hold any position with the Company or other members of the Company's group nor did she hold any directorship in any other listed public companies in the past three years.

Ms. Lin holds the office of executive Director up to the expiration date of the term of the sixth session of the Board. Ms. Lin will not receive Director's fee from the Company in respect of her office as Director, if being appointed.

As at the Latest Practicable Date, Ms. Lin does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Save as disclosed above, Ms. Lin is not connected with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters relating to her election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Yu Donghui (余東輝先生), aged 43, joined the Company in June 1999, is currently the President of the Company, and also the chairman of Capinfo Technology Development Co., Ltd. and executive director of Beijing Parking Management Centre Co., Ltd., being controlling subsidiaries of the Company, mainly responsible for medical insurance information, social security card application, E-Government Network, planning budget and project management of the Company. The project managed by Mr. Yu has been awarded “International Project Management (China) Winner”. He has extensive first-hand experience in the management, operation and maintenance of large-scale projects. Mr. Yu graduated from Tsinghua University in 1999 with a master degree in materials processing engineering and joined the Company in the same year. He previously served as general manager of the network technology service center and business director of the Company. Save as disclosed above, Mr. Yu did not hold any position with the Company or other members of the Company’s group nor did he hold any directorship in any other listed public companies in the past three years.

Mr. Yu holds the office of executive Director up to the expiration date of the term of the sixth session of the Board. Mr. Yu will not receive Director’s fee from the Company in respect of his office as Director, if being appointed.

As at the Latest Practicable Date, Mr. Yu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of SFO. Save as disclosed above, Mr. Yu is not connected with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters relating to his election that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING

CAPINFO

CAPINFO COMPANY LIMITED*

首都信息發展股份有限公司

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Capinfo Company Limited (the “Company”) will be held at Conference Room, 15th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China on Friday, 20 January 2017 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the election of Ms. Lin Yankun as executive Director of the sixth session of the Board of the Company, to authorize the Board to fix her remuneration and to enter into service contract with her pursuant to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
2. To consider and approve the election of Mr. Yu Donghui as executive Director of the sixth session of the Board of the Company, to authorize the Board to fix his remuneration and to enter into service contract with him pursuant to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

By Order of the Board of Directors of
CAPINFO COMPANY LIMITED*
Xu Zhe
Chairman

Beijing, the People’s Republic of China, 5 December 2016

Notes:

1. The register of shareholders of the Company will be closed from Wednesday, 21 December 2016 to Friday, 20 January 2017 (both days inclusive), during which period no transfer of the Company’s shares will be registered. In order to be entitled to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (applicable for H shares) or the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People’s Republic of China (applicable for domestic shares) not later than 4:30 p.m. on Tuesday, 20 December 2016.

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. Any shareholder of the Company entitled to attend and vote at the EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a shareholder of the Company.
3. A proxy form of the EGM is enclosed. In order to be valid, the proxy form must be under the hand of the appointor or his/her/its attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of the director or attorney duly authorized.
4. The proxy form should be delivered to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H shares) or the office of the Company at 12th Floor, Quantum Silver Plaza, 23 Zhichun Road, Haidian District, Beijing, the People's Republic of China (in the case of domestic shares) not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof.
5. Shareholders of the Company who intend to attend the EGM should complete the enclosed reply slip for the EGM and return it to the Company's H shares registrar and transfer office in Hong Kong, Hong Kong Registrars Limited (for holders of H shares) or the Company's office (for holders of domestic shares) at the same addresses as above, on or before Friday, 30 December 2016. The reply slip may be delivered by hand or by post.
6. In accordance with the requirement of the Articles of Association of the Company, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
7. The biographical details of the candidate proposed to be elected as executive directors of the Company are set out in the appendix to the circular in connection with the proposed election of executive directors dispatched to the shareholders of the Company on 5 December 2016.
8. As at the date of this notice, the executive director of the Company is Mr. Lu Lei; the non-executive directors of the Company are Mr. Xu Zhe, Dr. Feng Hao Cheng, Mr. Cao Jun, Mr. Zhou Weihua, Mr. Shan Yuhu and Ms. An Lili, and the independent non-executive directors of the Company are Mr. Yang Xiaohui, Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell and Mr. Li He.